

# Hongkong Electric Holdings Ltd

香港電燈集團有限公司

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OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

7th April 2005

Securities & Exchange Commission  
Office of International Corporate Finance  
450 Fifth Street N.W.  
Washington, D.C. 20549  
U.S.A.



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SUPPL

Dear Sirs,

**Hongkong Electric Holdings Limited**  
**Rule 12g3-2(b) Materials**  
**File No. 82-4086**

The following materials are enclosed pursuant to Rule 12g3-2(b)(1)(iii) under the Securities Exchange Act of 1934 (the "Exchange Act"), in connection with the exemption from reporting under that Rule by Hongkong Electric Holdings Limited:

Press Announcement published in the newspapers on 7th April, 2005 regarding Notice of Annual General Meeting

Pursuant to Rule 12g3-2(b)(4) and (5), the enclosed materials shall not be deemed "filed" with the Commission or otherwise subject to the liabilities of Section 18 of the Exchange Act, and the furnishing of such materials shall not constitute an admission for any purpose that Hongkong Electric Holdings Limited is subject to the Exchange Act.

Yours faithfully,

A handwritten signature in black ink.

Lillian Wong  
COMPANY SECRETARY

PROCESSED

MAY 06 2005

THOMSON  
FINANCIAL

Enc.  
LW/jh

Large handwritten initials, possibly 'LW' or 'JH', with a date '5/6' written next to them.

Thursday, April 7, 2005 **The Standard**

**香港電燈集團有限公司**  
**Hongkong Electric Holdings Ltd.**

(Incorporated in Hong Kong with limited liability)  
 (Stock code: 006)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Shareholders of the Company will be held in the Ballroom, 1st Floor, The Harbour Plaza, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Thursday, 12th May 2005 at 12:00 noon for the following purposes:

**Ordinary Business**

1. To receive and consider the Statement of Accounts and the Reports of the Directors and Auditors for the year ended 31st December 2004.
2. To declare a final dividend.
3. To re-elect retiring Directors.
4. To appoint Auditors and authorise the Directors to fix their remuneration.

**Special Business**

5. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

**"THAT:**

- (a) a general mandate be and is hereby unconditionally given to the Directors during the Relevant Period to issue and dispose of additional shares of the Company not exceeding twenty per cent of the existing issued share capital of the Company as at the date of passing this resolution, such mandate to include the granting of offers or options (including bonds and debentures convertible into shares of the Company) which might be exercisable or convertible during or after the Relevant Period; and

- (b) for the purpose of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earlier of:-

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of this resolution by any ordinary resolution of the shareholders of the Company in general meeting."

6. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

**"THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase shares of HK\$1.00 each in the issued capital of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the number of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed ten per cent of the number of shares of the Company in issue at the date of this resolution; and

- (c) for the purpose of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

7. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

**"THAT** the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to Resolution 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of any share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 6 set out in the notice convening this meeting, provided that such amount shall not exceed ten per cent of the aggregate nominal amount of the existing issued share capital of the Company as at the date of passing the relevant resolution."

By Order of the Board  
**Lillian Wong**  
 Company Secretary

Hong Kong, 7th April 2005

**NOTES:**

- (1) At the Annual General Meeting, the Chairman of the Meeting will exercise his power under Article 80 of the Company's Articles of Association to put each of the above resolutions to the vote by way of a poll.
- (2) A member of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and on a poll, vote for him. A proxy need not be a member. To be valid, all proxies must be deposited at the registered office of the Company, 44 Kennedy Road, Hong Kong, not later than 48 hours before the time for holding the Meeting.
- (3) The register of members will be closed from Thursday, 5th May 2005 to Thursday, 12th May 2005, both days inclusive. To qualify for the dividend, all transfers accompanied by the relevant share certificates should be lodged with the Company's Registrars, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Wednesday, 4th May 2005.
- (4) Regarding Resolution 3 above, Mr. George C. Magnus, Mr. Canning Fok Kin-ning, Mr. Tso Kai-sum, Mr. Ronald J. Arculli, Mrs. Susan M.F. Chow, Mr. Andrew Hunter, Mr. Kam Hing-lam, Mr. Holger Kluge, Mr. Victor Li Tzar-kuoi and Mr. Ewan Yee Lup-yuen will retire and, being eligible, offer themselves for re-election at the Meeting. For particulars of these Directors required to be disclosed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"), shareholders may refer to the circular mentioned in Note (6) below.
- (5) With reference to Resolution 5 above, the Directors wish to state that they have no immediate plans to issue any new shares in the Company.
- (6) With reference to Resolution 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase



# 香港電燈集團有限公司

## Hongkong Electric Holdings Ltd.

(在香港註冊成立之有限公司)

(股份代號：006)

### 股東週年大會通告

茲定於二零零五年五月十二日星期四中午十二時假座香港九龍紅磡德豐街二十號海逸酒店一樓大禮堂舉行股東週年大會，討論下列事項：

#### 作為普通事項

- (一) 省覽本公司截至二零零四年十二月三十一日止年結及董事局與核數師報告書。
- (二) 宣派末期股息。
- (三) 重選退任董事。
- (四) 聘任核數師及授權董事局議定其酬金。

#### 作為特別事項

- (五) 考慮及認為適當時，通過下列決議案為普通決議案：

##### 「動議：

- (甲) 無條件授權董事局在有關期間內發行及處置不超過本公司於本決議案通過日已發行股本額百分之二十之本公司新股份，此項授權包括授予或於有關期間或其後行使之售股建議或購股權（包括可轉換為本公司股份之債券及債權證）；及

- (乙) 就本決議案而言：

「有關期間」乃指由本決議案通過之日直至下列三者中較早日期止之期間：

- (i) 本公司下屆股東週年大會結束；
- (ii) 依據法例規定本公司下屆股東週年大會須予召開之期限屆滿之日；及
- (iii) 本決議案經由本公司股東於股東大會上通過普通決議案將之撤銷或修訂之日。」

- (六) 考慮及認為適當時，通過下列決議案為普通決議案：

##### 「動議：

- (甲) 在下文(乙)段之規限下，一般性及無條件批准董事局在有關期間內，根據所有適用法例及不時修訂之香港聯合交易所有限公司證券上市規則之要求，行使本公司之一切權力以購回本公司已發行股本中每股面值港幣一元之股份；

- (乙) 本公司按照上文(甲)段之批准可購回股份之數量不得超過本公司於本決議案通過之日已發行股份總數之百分之十；及

- (丙) 就本決議案而言：

「有關期間」乃指由本決議案通過之日直至下列三者中較早日期止之期間：

- (i) 本公司下屆股東週年大會結束；
- (ii) 依據法例規定本公司下屆股東週年大會須予召開之期限屆滿之日；及
- (iii) 本決議案經由本公司股東於股東大會上通過普通決議案將之撤銷或修訂之日。」

- (七) 考慮及認為適當時，通過下列決議案為普通決議案：

「動議擴大董事局根據本屆大會通告所載之第五項決議案發行及處置新股之授權，在其上另加相當於本公司根據本屆大會通告所載之第六項普通決議案授權購回之本公司股本總面額之數額，但該數額不得超過本公司於有關決議案通過日已發行股本總面額之百分之十。」

承董事局命  
公司秘書  
黃莉華

香港，二零零五年四月七日

#### 附註：

- (一) 於股東週年大會舉行時，會議之主席將行使其在本公司章程細則第八十條賦予之權力，將上文每項決議案以投票方式表決。
- (二) 有權出席投票之股東，均有權委任不超過兩位代表出席，並於表決時代其投票。代表人不必為本公司股東。委派代表書須於股東大會舉行前四十八小時交達本公司註冊辦事處，地址為香港堅尼地道四十四號。
- (三) 本公司將由二零零五年五月五日星期四至二零零五年五月十二日星期四（首尾兩日包括在內）暫停辦理股票過戶工作。凡擬獲派股息者，務須於二零零五年五月四日星期三下午四時前，將過戶文件連同有關股票送達股權登記處香港中央證券登記有限公司，地址為香港皇后大道東一百八十三號合和中心十七樓一七一二至一七一六室。
- (四) 就上述第三項議程之決議案，麥理思先生、霍建寧先生、曹榮森先生、夏佳理先生、周朝露女士、甄達安先生、甘慶林先生、Holger Kluge先生、李澤鉅先生及余立仁先生將在大會上輪流告退，但如再度被選，願繼續連任。有關根據香港聯合交易所有限公司證券上市規則（「上市規則」）而須披露該等董事之資料，股東可參閱下述附註(六)所述之函件。
- (五) 就上述第五項議程之決議案，董事局表明現時並無計劃發行任何新股。
- (六) 就上述第六項議程之決議案，董事局表明將於認為符合股東利益之情況下行使授權購回本公司股份。就上市規則之要求詳載建議購回股份之函件，將連同二零零四年度年報寄予各股東。